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PDF SOLUTIONS INC

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BURNHAM ASSET MANAGEMENT CORP /NY/

FORM SC 13G/A

(Amended Statement of Ownership)

Filed 02/08/12

Address	333 WEST SAN CARLOS STREET SUITE 700 SAN JOSE, CA 95110
Telephone	4082807900
CIK	0001120914
Symbol	PDFS
Fiscal Year	12/31

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SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

SCHEDULE 13G/A
(Rule 13d-102)

Under the Securities Exchange Act of 1934
(Original Filing)(1)

PDF SOLUTIONS INC

(Name of Issuer)

COMMON STOCK

(Title of Class of Securities)

693282105

(CUSIP Number)

January 31, 2012

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[X] Rule 13d-1(b)

[_] Rule 13d-1(c)

[_] Rule 13d-1(d)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) BURNHAM ASSET MANAGEMENT CORPORATION
23-1702840

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [_]
(b) [_]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER N/A
	6.	SHARED VOTING POWER N/A
	7.	SOLE DISPOSITIVE POWER N/A
	8.	SHARED DISPOSITIVE POWER 608,491

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 608,491

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 2.17%

12. TYPE OF REPORTING PERSON* IA

*SEE INSTRUCTIONS BEFORE FILLING OUT!

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY) BURNHAM SECURITIES INC.
13-3435435

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) [_]
(b) [_]

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION New York

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5.	SOLE VOTING POWER N/A
	6.	SHARED VOTING POWER N/A
	7.	SOLE DISPOSITIVE POWER N/A
	8.	SHARED DISPOSITIVE POWER 459,039

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 459,039

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
[-]

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9 1.64%

12. TYPE OF REPORTING PERSON* BD

*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1(a). Name of Issuer:
PDF SOLUTIONS INC

Item 1(b). Address of Issuer's Principal Executive Offices:
333 WEST SAN CARLOS STREET, SUITE 700
SAN JOSE, CA 95110

Item 2(a). Name of Persons Filing:
BURNHAM ASSET MANAGEMENT CORPORATION
BURNHAM SECURITIES INC.

Item 2(b). Address of Principal Business Office, or if None, Residence:
BURNHAM ASSET MANAGEMENT CORPORATION
1325 Avenue of the Americas
New York, NY 10019

BURNHAM SECURITIES INC.
1325 Avenue of the Americas
New York, NY 10019

Item 2(c). Citizenship:
BURNHAM ASSET MANAGEMENT CORPORATION - DELAWARE
BURNHAM SECURITIES INC. - NEW YORK

Item 2(d). Title of Class of Securities:
Common Stock

Item 2(e). CUSIP Number:
693282105

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b), or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a) [X] Broker or dealer registered under Section 15 of the Exchange Act.

(b) [_] Bank as defined in Section 3(a)(6) of the Exchange Act.

(c) [_] Insurance company as defined in Section 3(a)(19) of the Exchange Act.

(d) [_] Investment company registered under Section 8 of the Investment Company Act.

(e) [X] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act;

(j) [_] Group, in accordance with Rule 13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Burnham Asset Management Corporation serves as the investment manager for a number of managed accounts with respect to which it has dispositive authority over the shares reported in this Schedule 13G. The reporting persons disclaim beneficial ownership of the common stock of the Issuer reported herein.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 608,491 shares

(b) Percent of class: 2.17%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote_____N/A_____,

(ii) Shared power to vote or to direct the vote_____N/A_____,

(iii) Sole power to dispose or to direct the disposition of N/A ,

(iv) Shared power to dispose or to direct the disposition of 608,491

Burnham Securities Inc. is a registered broker-dealer with a number of discretionary accounts with respect to which it has dispositive authority over the shares reported in this Schedule 13G. The reporting persons disclaim beneficial ownership of the common stock of the Issuer reported herein.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 459,039 shares

(b) Percent of class: 1.64%

(c) Number of shares as to which such person has:

(i) Sole power to vote or to direct the vote_____N/A_____,

(ii) Shared power to vote or to direct the vote_____N/A_____,

(iii) Sole power to dispose or to direct the disposition of N/A ,

(iv) Shared power to dispose or to direct the disposition of 459,039

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities check the following [X].

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

See Item 4.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

See Item 4.

Item 9. Notice of Dissolution of Group.
N/A

Item 10. Certifications.

"By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having such purpose or effect."

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

DATED: February 8, 2012
Burnham Asset Management Corporation

/s/ Robert Grosshart

Robert Grosshart
Portfolio Administrator

DATED: February 8, 2012

Burnham Securities Inc.
/s/ Thomas Calabria

Thomas Calabria
Vice President

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties for whom copies are to be sent.

Attention. Intentional misstatements or omissions of fact constitute federal criminal violations (see 18 U.S.C. 1001).

Exhibit 1

AGREEMENT OF JOINT FILING

Pursuant to Rule 13d-1(k)(1) under the Securities Exchange Act of 1934, as amended, the undersigned hereby consent to the joint filing on their behalf of a single Schedule 13G and any amendments thereto, with respect to the beneficial ownership by each of the undersigned of shares of common stock of PDF SOLUTIONS INC. The undersigned hereby further agree that this statement may be executed in any number of counterparts, each of which when so executed shall be deemed to be an original, but all of which counterparts shall together constitute one and the same instrument.

DATED: February 8, 2012
Burnham Asset Management Corporation

/s/ Robert Grosshart

Robert Grosshart
Portfolio Administrator

DATED: February 8, 2012

Burnham Securities Inc.
/s/ Thomas Calabria

Thomas Calabria
Vice President